

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

TRANSMITTAL OF REVOCATION AND NEW POWER OF ATTORNEY
AND STATEMENT RE POWER OF ATTORNEY

Applicants submit herewith the enclosed Revocation and New Power of Attorney appointing attorneys from the firm of Fish & Richardson P.C. in U.S. Application No. 10/662,141 (now U.S. Patent No. 6,834,226), which is identified in TABLE 1 attached to the Revocation and New Power of Attorney. Applicants request that your records be updated to replace the attorney docket number for this application with the new attorney docket number listed in TABLE 1.

Applicants note that the Certificate of Amendment of Certificate of Incorporation memorializing the name change of assignee Elliott Energy Systems, Inc. to Calnetix Power Solutions, Inc. was recorded on August 20, 2008 at Reel 021411, Frame 0554 in connection with U.S. Application No. 10/662,141 (now U.S. Patent No. 6,834,226). A copy of the Notice of Recordation and recorded Certificate of Amendment is enclosed for your reference.

No fee is believed to be due at this time. However, if Applicants are incorrect, please apply any charge or credits to Deposit Account No. 06-1050, referencing Attorney Docket Number 23700-0001001. If there are any questions, please contact the undersigned.

Respectfully submitted,

Date: September 4, 2008



Joshua A. Griswold
Reg. No. 46,310

PTO Customer 26231
Fish & Richardson P.C.
P.O. Box 1022
Minneapolis, MN 55440-1022
Telephone: (214) 292-2034
Facsimile: (877) 769-7945

CERTIFICATE OF MAILING BY EFS-WEB FILING

I hereby certify that this paper was filed with the United States Patent and Trademark Office using the EFS-WEB system on this date: September 4, 2008

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

REVOCATION AND NEW POWER OF ATTORNEY

Under 37 CFR §3.73(b), Calnetix Power Solutions, Inc., a Delaware corporation, certifies that it is the assignee of 100% of the right, title and interest in the patents and patent applications listed on the attached Appendix (TABLE 1). The documents in the chain of title for the patents and patent applications were recorded in the Patent and Trademark Office at Reel and Frame numbers provided in the Appendix (TABLE 1).

The undersigned, whose title is supplied below, is empowered to act on behalf of the assignee. The undersigned, acting on behalf of the assignee, hereby revokes all powers of attorney previously granted in the application and appoints the following practitioners:

William R. Borchers, Reg. No. 44,549
Ruffin B. Cordell, Reg. No. 33,487
Joshua A. Griswold, Reg. No. 46,310
P. Weston Musselman, Jr., Reg. No. 31,644
Darien Reddick, Reg. No. 57,956

Michael K. Henry, Reg. No. 59,516
J. Kevin Gray, Reg. No. 37,141
Terry J. Stalford, Reg. No. 39,522
Spencer C. Patterson, Reg. No. 43,849
Russell N. Rippamonti, Reg. No. 39,521

with full power of substitution and revocation, to prosecute the applications and to transact all business in the United States Patent and Trademark Office connected therewith.

CERTIFICATE OF MAILING BY EFS-WEB FILING

I hereby certify that this paper was filed with the Patent and Trademark Office using the EFS-WEB system on this date: September 4, 2008

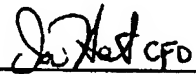
All correspondence regarding the patents and patent applications listed in the Appendix (TABLE 1) should be sent to PTO Customer Number:

26231

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the applications or any patents issued thereon.

Respectfully submitted,

Date: 7/30/08

 CFO

Name: IAN HART

Title: CHIEF FINANCIAL OFFICER

Customer No. 26231
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P.O. Box 1022
Minneapolis, MN 55440-1022
Telephone: (214) 292-4034
Facsimile: (214) 747-2091

TABLE 1

Application Serial Number	Filing Date	Attorney Docket Number	Assignment Date Recorded/Reel/Frame
10/712,917	11/13/2003	23700-016RE1	10/01/1999 R/F 010284/0557
11/357,892	02/17/2006	23700-016RE2	10/01/1999 R/F 010284/0557
09/319,478	08/18/1999	23700-016US1	10/01/1999 R/F 010284/0557
10/275,049	10/31/2002	23700-017US1	07/20/2001 R/F 012001/0790 10/31/2002 R/F 013867/0045
10/017,917	12/14/2001	23700-018001	04/17/2002 R/F 012839/0274
09/840,572	04/23/2001	23700-021002	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103
10/446,386	05/28/2003	23700-021003	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103
10/678,386	10/03/2003	23700-021004	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103
10/678,509	10/03/2003	23700-021005	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103
10/678,424	10/03/2003	23700-021006	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103
10/678,499	10/03/2003	23700-021007	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103
10/678,363	10/03/2003	23700-021008	11/27/2002 R/F 013533/0014 08/03/2001 R/F 012041/0103

Application Serial Number	Filing Date	Attorney Docket Number	Assignment Date Recorded/Reel/Frame
10/229,383	08/27/2002	23700-026001	11/25/2002 R/F 013529/0322
10/205,002	07/25/2002	23700-027001	10/16/2002 R/F 013390/0286
10/662,141	09/12/2003	23700-028001	02/20/2004 R/F 014991/0550
10/662,130	09/12/2003	23700-029001	02/20/2004 R/F 014991/0562
10/662,060	09/12/2003	23700-030001	02/09/2004 R/F 014956/0674
09/571,195	05/16/2000	23700-032001	08/21/2000 R/F 011073/0142
09/934,640	08/22/2001	23700-032002	08/21/2000 R/F 011073/0142
10/165,876	06/10/2002	23700-037001	09/09/2002 R/F 013277/0163
10/650,293	08/27/2003	23700-037002	08/27/2003 R/F 014448/0806
10/190,285	07/03/2002	23700-035001	07/03/2002 R/F 013095/0934
10/328,616	12/21/2004	23700-040001	12/23/2002 R/F 013647/0090
10/288,701	11/06/2002	23700-041001	11/06/2002 R/F 013468/0266
10/306,260	11/27/2002	23700-047001	11/27/2002 R/F 013554/0131
10/306,259	11/27/2002	23700-034001	11/27/2002 R/F 013554/0164
10/341,370	01/13/2003	23700-051001	01/13/2003 R/F 013661/0387
10/924,407	08/24/2004	23700-048001	08/24/2004 R/F 015737/0394
11/708,203	02/20/2007	23700-049001	02/20/2007 R/F 019005/0319
11/872,921	10/16/2007	23700-050001	10/16/2007 R/F 019968/0997



UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE



500626129A

AUGUST 21, 2008

PTAS

FISH & RICHARDSON P.C.
P.O. BOX 1022
MINNEAPOLIS, MN 55440-1022

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 08/20/2008

REEL/FRAME: 021411/0554
NUMBER OF PAGES: 8

BRIEF: CHANGE OF NAME (SEE DOCUMENT FOR DETAILS).
DOCKET NUMBER: 23700-0001001

ASSIGNOR:

ELLIOTT ENERGY SYSTEMS, INC.

DOC DATE: 04/16/2008

ASSIGNEE:

CALNETIX POWER SOLUTIONS, INC.
2901 S.E. MONROE STREET
STUART, FLORIDA 34997

SERIAL NUMBER: 09319390

FILING DATE:

PATENT NUMBER:

ISSUE DATE:

TITLE: ELECTRICAL SYSTEM FOR TURBINE/ALTERNATOR ON COMMON SHAFT

SERIAL NUMBER: 60032090

FILING DATE: 12/03/1996

PATENT NUMBER:

ISSUE DATE:

TITLE: ELECTRICITY GENERATING SYSTEM HAVING AN ANNULAR COMBUSTOR

SERIAL NUMBER: 60200946	FILING DATE: 05/01/2000
PATENT NUMBER:	ISSUE DATE:
TITLE: ANNULAR COMBUSTOR FOR USE WITH AN ENERGY SYSTEM	
SERIAL NUMBER: 60315202	FILING DATE: 08/27/2001
PATENT NUMBER:	ISSUE DATE:
TITLE: METHOD FOR GAS TURBINE LIGHT-OFF	
SERIAL NUMBER: 60308428	FILING DATE: 07/27/2001
PATENT NUMBER:	ISSUE DATE:
TITLE: METHOD FOR IGNITION AND START UP OF A TURBOGENERATOR	
SERIAL NUMBER: 60410402	FILING DATE: 09/13/2002
PATENT NUMBER:	ISSUE DATE:
TITLE: MULTIPLE CONTROL LOOP ACCELERATION OF TURBOALTERNATOR PREVIOUS TO SELF-SUSTAIN SPEED	
SERIAL NUMBER: 60410403	FILING DATE: 09/13/2002
PATENT NUMBER:	ISSUE DATE:
TITLE: MULTIPLE CONTROL LOOP ACCELERATION OF TURBOALTERNATOR AFTER REACHING SELF-SUSTAIN SPEED PREVIOUS TO REACHING SYNCHRONOUS SPEED	
SERIAL NUMBER: 60410404	FILING DATE: 09/13/2002
PATENT NUMBER:	ISSUE DATE:
TITLE: OFFLOAD CONTROL OF TURBOALTERNATOR WITH RICH BURN QUICK QUENCH LEAN BURN COMBUSTOR TO PREVENT BLOWOUT OF COMBUSTOR	
SERIAL NUMBER: 09840572	FILING DATE: 04/23/2001
PATENT NUMBER: 6605928	ISSUE DATE: 08/12/2003
TITLE: ELECTRICAL SYSTEM FOR TURBINE/ALTERNATOR ON COMMON SHAFT	
SERIAL NUMBER: 09319478	FILING DATE: 08/18/1999
PATENT NUMBER: 6314717	ISSUE DATE: 11/13/2001
TITLE: ELECTRICITY GENERATING SYSTEM HAVING AN ANNULAR COMBUSTOR	
SERIAL NUMBER: 09257443	FILING DATE: 02/25/1999
PATENT NUMBER: 6002603	ISSUE DATE: 12/14/1999
TITLE: BALANCED BOOST/BUCK DC TO DC CONVERTER	
SERIAL NUMBER: 09571195	FILING DATE: 05/16/2000
PATENT NUMBER: 6438936	ISSUE DATE: 08/27/2002
TITLE: RECUPERATOR FOR USE WITH TURBINE/TURBO-ALTERNATOR	
SERIAL NUMBER: 10275049	FILING DATE: 10/31/2002
PATENT NUMBER: 6845621	ISSUE DATE: 01/25/2005
TITLE: ANNULAR COMBUSTOR FOR USE WITH AN ENERGY SYSTEM	
SERIAL NUMBER: 10229383	FILING DATE: 08/27/2002
PATENT NUMBER: 6810677	ISSUE DATE: 11/02/2004
TITLE: METHOD FOR GAS TURBINE LIGHT-OFF	
SERIAL NUMBER: 10205002	FILING DATE: 07/25/2002
PATENT NUMBER: 6766647	ISSUE DATE: 07/27/2004
TITLE: METHOD FOR IGNITION AND START UP OF A TURBOGENERATOR	

SERIAL NUMBER: 10017917 FILING DATE: 12/14/2001
PATENT NUMBER: 6698208 ISSUE DATE: 03/02/2004
TITLE: ATOMIZER FOR A COMBUSTOR AND ASSOCIATED METHOD FOR ATOMIZING FUEL

SERIAL NUMBER: 10165876 FILING DATE: 06/10/2002
PATENT NUMBER: 6644916 ISSUE DATE: 11/11/2003
TITLE: VANE AND METHOD OF CONSTRUCTION THEREOF

SERIAL NUMBER: 10650293 FILING DATE: 08/27/2003
PATENT NUMBER: 6845558 ISSUE DATE: 01/25/2005
TITLE: METHOD OF FABRICATING VANES

SERIAL NUMBER: 10190285 FILING DATE: 07/03/2002
PATENT NUMBER: 6729141 ISSUE DATE: 05/04/2004
TITLE: MICROTURBINE WITH AUXILIARY AIR TUBES FOR NOX EMISSION REDUCTION

SERIAL NUMBER: 10328616 FILING DATE: 12/23/2002
PATENT NUMBER: 6832470 ISSUE DATE: 12/21/2004
TITLE: RECUPERATOR CONFIGURATION

SERIAL NUMBER: 10288701 FILING DATE: 11/06/2002
PATENT NUMBER: 6966173 ISSUE DATE: 11/22/2005
TITLE: HEAT TRANSFER APPARATUS

SERIAL NUMBER: 10662130 FILING DATE: 09/12/2003
PATENT NUMBER: 6819999 ISSUE DATE: 11/16/2004
TITLE: MULTIPLE CONTROL LOOP ACCELERATION OF TURBOALTERNATOR PREVIOUS TO SELF-SUSTAINING SPEED

SERIAL NUMBER: 10662141 FILING DATE: 09/12/2003
PATENT NUMBER: 6834226 ISSUE DATE: 12/21/2004
TITLE: MULTIPLE CONTROL LOOP ACCELERATION OF TURBOALTERNATOR AFTER REACHING SELF-SUSTAINING SPEED PREVIOUS TO REACHING SYNCHRONOUS SPEED

SERIAL NUMBER: 10662060 FILING DATE: 09/12/2003
PATENT NUMBER: 6836720 ISSUE DATE: 12/28/2004
TITLE: OFFLOAD CONTROL OF TURBOALTERNATOR WITH RICH BURN QUICK QUENCH LEAN BURN COMBUSTOR TO PREVENT BLOWOUT OF COMBUSTOR

SERIAL NUMBER: 10306260 FILING DATE: 11/27/2002
PATENT NUMBER: 6877323 ISSUE DATE: 04/12/2005
TITLE: MICROTURBINE EXHAUST HEAT AUGMENTATION SYSTEM

SERIAL NUMBER: 10306259 FILING DATE: 11/27/2002
PATENT NUMBER: 6745574 ISSUE DATE: 06/08/2004
TITLE: MICROTURBINE DIRECT FIRED ABSORPTION CHILLER

SERIAL NUMBER: 10341370 FILING DATE: 01/13/2003
PATENT NUMBER: 6863509 ISSUE DATE: 03/08/2005
TITLE: SPLIT SEAL PLATE WITH INTEGRAL BRUSH SEAL

021411/0554 PAGE 4

SERIAL NUMBER: 10924407

FILING DATE: 08/24/2004

PATENT NUMBER: 7053590

ISSUE DATE: 05/30/2006

TITLE: POWER GENERATING SYSTEM INCLUDING A HIGH-FREQUENCY ALTERNATOR, A
RECTIFIER MODULE, AND AN AUXILIARY POWER SUPPLY

ALLYSON PURNELL, EXAMINER
ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

08/20/2008
 500626129

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
Elliott Energy Systems, Inc.	04/16/2008

RECEIVING PARTY DATA

Name:	Calnetix Power Solutions, Inc.
Street Address:	2901 S.E. Monroe Street
City:	Stuart
State/Country:	FLORIDA
Postal Code:	34997

PROPERTY NUMBERS Total: 28

Property Type	Number
Application Number:	09319390
Patent Number:	6605928
Application Number:	60032090
Patent Number:	6314717
Patent Number:	6002603
Patent Number:	6438936
Application Number:	60200946
Patent Number:	6845621
Application Number:	60315202
Patent Number:	6810677
Application Number:	60308428
Patent Number:	6766647
Patent Number:	6698208
Patent Number:	6644916
Patent Number:	6845558

CH \$1120.00 09319390

Patent Number:	6729141
Patent Number:	6832470
Patent Number:	6966173
Application Number:	60410402
Patent Number:	6819999
Application Number:	60410403
Patent Number:	6834226
Application Number:	60410404
Patent Number:	6836720
Patent Number:	6877323
Patent Number:	6745574
Patent Number:	6863509
Patent Number:	7053590

CORRESPONDENCE DATA

Fax Number: (877)769-7945

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (214) 292-4058

Email: nordell@fr.com

Correspondent Name: Fish & Richardson P.C.

Address Line 1: P.O. Box 1022

Address Line 4: Minneapolis, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	23700-0001001
NAME OF SUBMITTER:	Paige Nordell

Total Attachments: 6

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ELLIOTT ENERGY SYSTEMS, INC.", CHANGING ITS NAME FROM "ELLIOTT ENERGY SYSTEMS, INC." TO "CALNETIX POWER SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2008, AT 12:54 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2625353 8100

080482402

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6556480

DATE: 04-29-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:54 PM 04/29/2008
FILED 12:54 PM 04/29/2008
SRV 080482402 - 2625353 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF ELLIOTT ENERGY SYSTEMS, INC.**

The undersigned hereby certify that:

1. They are the president and secretary, respectively, of Elliott Energy Systems, Inc., a Delaware corporation.
2. Article FIRST of the Certificate of Incorporation of this corporation (the "Certificate") is amended in its entirety to read as follows:

"FIRST: The name of this corporation is CALNETIX POWER SOLUTIONS, INC."

3. Article TENTH of the Certificate is amended in its entirety to read as follows:

"TENTH: The Corporation shall indemnify each person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or another enterprise at the request of the predecessor corporation to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and such indemnification shall continue as to a person who has ceased to be such a person and shall inure to the benefit of the heirs, executors and administrators of such a person.

Any amendment, repeal or modification of the foregoing provisions of this paragraph TENTH shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

4. The Certificate is amended to include Article ELEVENTH as follows:

ELEVENTH: A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for the breach of any fiduciary duty as a director, except (i) for any breach of the director's duty of

loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, as the same exists or hereafter amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification."

6. The foregoing amendment of the Certificate has been duly approved by the Board of Directors.

7. The foregoing amendment of the Certificate has been duly approved by the sole stockholder of the corporation in accordance with Section 242 of the General Corporation Law of Delaware.

The undersigned further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: April 16, 2008


Antoine Aoun, President

Dated: April 16, 200


Andrea Matiauda, Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ELLIOTT ENERGY SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 1996, AT 9:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2625353 8100

960149694

AUTHENTICATION:

DATE:

7959283

05-24-96

**CERTIFICATE OF INCORPORATION
OF
ELLIOTT ENERGY SYSTEMS, INC.**

FIRST: The name of the corporation is:

ELLIOTT ENERGY SYSTEMS, INC.

SECOND: The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including but not limited to manufacturing, processing, and research and development.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 100,000 shares of Common Stock of the par value of \$.01 per share.

FIFTH: The name and mailing address of the incorporator is:

Klaus P. Fischer
Elliott Company
North Fourth Street
Jeannette, PA 15644

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the corporation. Election of directors need not be by written ballot unless the By-laws of the corporation shall so provide.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter

prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: The corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each director or officer of the corporation who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation of liability is expressly prohibited by the Delaware General Corporation Law as in effect at the time of the alleged breach of duty by such director. Any repeal or modification of this Article by the stockholders of the corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article. The rights conferred by this Article shall not be exclusive of any other right which the corporation may now or hereafter grant, or any person may have or hereafter acquire, under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise. The rights conferred by this Article shall continue as to any person who has ceased to be a director or officer of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person. For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee or agent of the corporation or of any subsidiary of the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the corporation or by any subsidiary of the corporation, or a person who is or was serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the corporation.

THE UNDERSIGNED, being the incorporator named above, for the purposes of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein states and true, and accordingly have hereunto set my hand this 22 day of May, 1996.


Klaus P. Fischer
Incorporator

(EESART)